



Prentice Hall Legal & Financial Services

ATTN: Cunha (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Passer's (Key West) Inc.

P95000018502

- | | |
|---|--|
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

() Walk In () Call if Problem () Will Wait () Pick up 3-7 4:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NYC BY: Delia
 BRANCH RECEIVING: FL BY: Cunha
 REF/JOB # 002-95-04251
 CLIENT MATTER # _____
 SAME DAY 24 HR _____ ROUTINE
 VERBAL REQUESTED: YES OR NO
 DATE SENT: MAIL FAX FED EXP.
 FILED:
 SENT TO: BRANCH CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	<u>30403</u>
ST./CTY/ FEES	<u>122.52</u>
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF INCORPORATION

OF

PUSSER'S (KEY WEST) INC.

FILED
95 MAR -7 11 23
1995

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is PUSSER'S (KEY WEST) INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 301 Najoles Road, Suite 201, Millersville, Maryland 21108.

The mailing address, wherever located, of the corporation is 301 Najoles Road, Suite 201, Millersville, Maryland 21108.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Susan Chau	15 Columbus Circle New York, NY 10023-7773

SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on February 17, 1995.

Susan Chau
Susan Chau, Incorporator

FILED
05 MAR -7 PM 2:53

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Delia Taliento
Delia Taliento, Assistant Vice-President

Date: February 17, 1995

CONTACT:

P95000018502

FILED

96 MAR -8 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001743702
-03/14/96--01111--004
*****30.00 *****30.00

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

326 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200001743702
-03/14/96--01111--005
*****5.00 *****5.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Passer 5 (Key West) Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy ARTICLES ONLY
- Mail out Will wait Photocopy Certificate of Status ALL CHARTER DOCS
- CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTICIOUS NAME
- FICTICIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

N. HENDRICKS MAR 11 1996

Examiner's Initials

ARTICLES OF AMENDMENT
OF
PUSSEY'S (KEY WEST) INC.

FILED
96 MAR -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act,
the corporation hereinafter named (the "corporation") does hereby
adopt the following Articles of Amendment.

1. The name of the corporation is Pussey's (Key West) Inc.
2. Article the First of the Articles of Incorporation of the
corporation is hereby amended so as to read as follows:

"FIRST: The corporate name for the corporation
(hereinafter called the "corporation") is PUSSEY'S TAMPA
INC."

3. The corporation has not yet issued shares.
4. The amendment herein provided for was adopted by the sole
Director of the corporation without shareholder action on
February 7, 1996.
5. Shareholder action was not required.
6. The undersigned is the sole Director of the corporation.

Executed on February 7, 1996

Pussey's (Key West) Inc.
By: Charles S. Tobias
Charles S. Tobias
Sole Director

P95000018502

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1506 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pusser's Tampa Inc P95-18502
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

P950000 18502

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

800001962068
-10/01/96--01189--006
*****35.00 *****35.00

(Requester's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Passer's Tampa Inc P95000018502
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 RECEIVED
 96 OCT -1 PM 3:14
 96 OCT -1 PM 2:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 Stamped Cop

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

NC 010-2

Examiner's Initials

ARTICLES OF AMENDMENT

OF

PUSSEY'S TAMPA INC.

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1004 and Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is Pussey's Tampa Inc.
2. Article First of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

"FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is PUSSEY'S DOWN UNDER INC."
3. The date of adoption of the aforesaid amendment was September 10, 1996.
4. The amendment provided for herein was adopted by the sole director of the Corporation without shareholder action on September 10, 1996.
5. Shareholder action was not required.

The undersigned is the sole director of the Corporation.

Executed on September 10, 1996

Pussey's Tampa Inc.

By: Charles S. Tobias
Charles S. Tobias
Director

FILED
96 OCT -1 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT:

P9 5000018502

OFFICE USE ONLY (Document # **60169**)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

800002243878--4
-07/22/97--01072--002
*****87.50 *****87.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Passer's Down Under (Corporation Name) 1 (Document #)

2 _____ (Corporation Name) _____ (Document #)

3 _____ (Corporation Name) _____ (Document #)

4 _____ (Corporation Name) _____ (Document #)

FILED
97 JUL 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUSH

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

Handwritten initials and date: 7/22

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

97 JUL 22 PM 1:41
DIVISION OF CORPORATIONS
RECEIVED

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PUSSEY'S DOWN UNDER INC.

FILED
97 JUL 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1002(6) and Section 607.1006 of the Florida Business Corporation Act, Pussey's Down Under Inc. (the "Corporation") does hereby adopt the following Articles of Amendment to the Articles of Incorporation of the Corporation.

1. The name of the Corporation is Pussey's Down Under Inc.
2. Article First of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is PUSSEY'S INC."
3. The date of adoption of the aforesaid amendment was June 6, 1997.
4. The amendment provided for herein was adopted by the sole director of the Corporation without shareholder action on June 6, 1997.
5. Shareholder action was not required.
6. The undersigned is the sole Director of the Corporation.

Executed on June 6, 1997.

Pussey's Down Under Inc.

By:

Charles S. Tobias

Mr. Charles S. Tobias
Sole Director